

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Gary S. Lee
Norman S. Rosenbaum
Jordan A. Wishnew

*Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**NOTICE OF PRESENTMENT OF PROPOSED ORDER GRANTING
DEBTORS' ELEVENTH OMNIBUS OBJECTION TO CLAIMS
(MISCLASSIFIED CLAIMS)**

PLEASE TAKE NOTICE that on July 3, 2013, the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors")¹ filed the *Debtors' Eleventh Omnibus Objection to Claims (Misclassified Claims)* [Docket No. 4145] (the "Omnibus Objection").

PLEASE TAKE FURTHER NOTICE that on August 27, 2013, in connection with the Omnibus Objection, the Debtors filed a Notice of Adjournment of Hearing on the Omnibus Objection [Docket No. 4848] (the "Notice of Adjournment"). Pursuant to the Notice of Adjournment, the Omnibus Objection solely as it relates to the claim filed by B. Fischer

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Motions [Docket No. 6] (the "Whitlinger Affidavit").

Construction, LLC (Claim No. 2563) has been adjourned to the omnibus hearing scheduled for September 11, 2013.

PLEASE TAKE FURTHER NOTICE that for the remaining matters relating to the Omnibus Objection, the Debtors will present the proposed *Order Granting Debtors' Eleventh Omnibus Objection to Claims (Misclassified Claims)* (the "Proposed Order"), annexed hereto as Exhibit 1, to the Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, Room 501, for signature on **August 29, 2013 at 12:00 p.m. (Prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that a copy of the Omnibus Objection and Proposed Order may be obtained via PACER at <http://www.nysb.uscourts.gov> or from the Debtors' restructuring website at www.kccllc.net/rescap.

Dated: August 27, 2013
New York, New York

/s/ Norman S. Rosenbaum
Gary S. Lee
Norman S. Rosenbaum
Jordan A. Wishnew
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

*Counsel for the Debtors and
Debtors in Possession*

EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	

**ORDER GRANTING DEBTORS' ELEVENTH OMNIBUS OBJECTION
TO CLAIMS (MISCLASSIFIED CLAIMS)**

Upon the eleventh omnibus claims objection, dated July 3, 2013 (the “Eleventh Omnibus Claims Objection”),¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors in possession (collectively, the “Debtors”), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the “Procedures Order”), reclassifying the Misclassified Claims to reflect their proper classification as general unsecured claims, all as more fully described in the Eleventh Omnibus Claims Objection; and it appearing that this Court has jurisdiction to consider the Eleventh Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Eleventh Omnibus Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Eleventh Omnibus Claims Objection having been provided, and it appearing that no other or further notice need be

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors’ Eleventh Omnibus Claims Objection.

provided; and upon consideration of the Eleventh Omnibus Claims Objection and the Declaration of Deanna Horst in Support of Debtors' Eleventh Omnibus Objection to Claims (Misclassified Claims), annexed to the Objection as Exhibit 1; and the Court having found and determined that the relief sought in the Eleventh Omnibus Claims Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Eleventh Omnibus Claims Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Eleventh Omnibus Claims Objection is granted to the extent provided herein; and it is further

ORDERED that each Misclassified Claim listed on Exhibit A annexed hereto is hereby reclassified as a general unsecured non-priority claim as indicated on Exhibit A; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, is authorized and directed to reclassify the Misclassified Claims identified on the schedule annexed as Exhibit A hereto pursuant to this Order; and it is further

ORDERED that the Eleventh Omnibus Claims Objection solely as it relates to the claim filed by B. Fischer Construction, LLC (Claim No. 2563) has been adjourned to the omnibus hearing scheduled for September 11, 2013; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Eleventh Omnibus Claims Objection, as provided therein, shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket

No. 141], the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of any Misclassified Claims that are reclassified pursuant to this Order, all rights to object on any basis are expressly reserved with respect to such reclassified claims as listed on Exhibit A annexed to this Order, and the Debtors' and all parties in interests' rights to object on any basis are expressly reserved with respect to any such claim that is not listed on Exhibit A annexed hereto; and it is further

ORDERED that this Order shall be a final order with respect to each of the Misclassified Claims identified on Exhibit A, annexed hereto, as if each such Misclassified Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2013
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

ELEVENTH OMNIBUS OBJECTION - RECLASSIFY / MISCLASSIFIED CLAIMS (NON-BORROWER CLAIMS)

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Modified Claim Amount	Reason for Modification
1	AIRCASTLE MORTGAGE SERVICES LLC 2340 MISTLETOE BLVD PO BOX 106 FORT WORTH, TX 76110	4201	11/09/2012	\$2,920.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$2,920.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
2	ALL PRO ROOFING INC 2502 W 45TH AMARILLO, TX 79110	1549	10/23/2012	\$1,166.65 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,166.65 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
3	ASSOCIATED APPRAISERS OF BROWN 1337 BENJAMIN CT GREEN BAY, WI 54311	6271	11/09/2012	\$400.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$400.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
4	BEVERLY GROUP INC 660 4TH STREET STE 116 SAN FRANCISCO, CA 94107	2206	11/05/2012	\$7,500.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$7,500.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
5	C B PANORAMA REALTY INC 1204 E MAIN ST PO BOX 148 LURAY, VA 22835	1558	10/23/2012	\$1,618.20 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,618.20 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
6	CITY OF PUNTA GORDA BILLING AND COLLECTION DIVISION 126 HARVEY ST PUNTA GORDA, FL 33950-3615	1475	10/22/2012	\$106.09 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$106.09 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
7	CITY OF PUNTA GORDA BILLING AND COLLECTION DIVISION 126 HARVEY ST PUNTA GORDA, FL 33950-3615	1476	10/22/2012	\$68.17 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$68.17 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

ELEVENTH OMNIBUS OBJECTION - RECLASSIFY / MISCLASSIFIED CLAIMS (NON-BORROWER CLAIMS)

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Modified Claim Amount	Reason for Modification
8	GARY KURON REAL ESTATE APPRAISER 4645 AIRPORT ROAD NEWPORT, VT 05855	545	09/17/2012	\$550.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$550.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
9	GLOVER & DAHNK - PRIMARY 1103 Princess Anne St P.O. Box 207 Fredericksburg, VA 22404	675	09/24/2012	\$2,485.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$2,485.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
10	HOPE REALTY 720 E 3RD ST HOPE, AR 71801	926	10/02/2012	\$200.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$200.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$400.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
11	J AND S APPRAISAL SERVICES 4615 PINERIDGE DR S MOBILE, AL 36613	4206	11/09/2012	\$850.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	GMAC Mortgage USA Corporation	12-12031	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$850.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
12	Jose B. Rodriguez Beroz Construction Services 14140 SW 151 Ct Miami, FL 33196	2256	11/05/2012	\$13,047.31 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Homecomings Financial, LLC	12-12042	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$13,047.31 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
13	KESHA JONES AND JONES BUILDING MAINTENANCE 29 HARDY PLACE RD JOHNSTON, SC 29832-2631	622	09/21/2012	\$2,000.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,600.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$3,600.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
14	LA BUENA VIDA ESTATES 21448 N 75TH AVE STE 6 GLENDALE, AZ 85308	544	09/17/2012	\$380.16 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$25.00 General Unsecured	GMAC Mortgage, LLC	12-12032	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$405.16 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

ELEVENTH OMNIBUS OBJECTION - RECLASSIFY / MISCLASSIFIED CLAIMS (NON-BORROWER CLAIMS)

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Modified Claim Amount	Reason for Modification
15	MARINELLI APPRAISAL & REAL PROP SVC 152 E 41ST ST ERIE, PA 16504-2008	1374	10/18/2012	\$1,400.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,400.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
16	SHEBOYGAN WATER UTILITIY 72 PARK AVE SHEBOYGAN, WI 53081-2958	940	10/04/2012	\$48.53 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$48.53 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
17	TOTAL AIR TECH 13235 W HART ST WADSWORTH, IL 60083	4545	11/13/2012	\$7,745.50 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$7,745.50 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.
18	TRAINING PRO 11350 MCCORMICK RD EXECUTIVE PLZ III HUNT VALLEY, MD 21031	550	09/18/2012	\$1,195.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1,583.00 General Unsecured	GMAC Mortgage, LLC	12-12032	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$2,778.00 General Unsecured	Claimant improperly assert(s) a security interest and/or priority claim(s) against the Debtors.